

BEFORE THE OIL AND GAS CONSERVATION COMMISSION
OF THE STATE OF COLORADO

IN THE MATTER OF THE APPLICATION OF)	
CARRIZO OIL AND GAS, INC., FOR AN)	
ORDER POOLING ALL INTERESTS IN THE)	Cause No.
NIOBRARA FORMATION IN FOUR)	
ESTABLISHED 640-ACRE DRILLING AND)	Docket No.
SPACING UNITS LOCATED IN VARIOUS)	
SECTIONS LOCATED IN TOWNSHIPS 9, 10,)	
AND 11 NORTH, RANGES 57, 59, AND 62)	
WEST, 6TH P.M., IN AN UNNAMED FIELD,)	
WELD COUNTY, COLORADO)	

APPLICATION

Carrizo Oil and Gas, Inc. ("Applicant"), by and through its attorneys, Beatty & Wozniak, P.C., respectfully submits this Application to the Oil and Gas Conservation Commission of the State of Colorado (the "Commission") for an order pooling all interests in four distinct and established 640-acre drilling and spacing units for the development of the Niobrara Formation on the following described lands:

Township 9 North, Range 59 West, 6th P.M.
Section 6: All (DSU #1);

Township 10 North, Range 57 West, 6th P.M.
Section 5: All (DSU #2);

Township 10 North, Range 59 West, 6th P.M.
Section 19: All (DSU #3);

Township 11 North, Range 62 West, 6th P.M.
Section 25: All (DSU#4)

Weld County, Colorado (together, the "Application Lands").

In support of its Application, Applicant states and alleges as follows:

1. Applicant is a corporation duly authorized to conduct business in the State of Colorado and is an operator in good standing with the Commission.
2. Applicant owns substantial leasehold interests in the Application Lands.
3. On September 19, 2011, the Commission entered Order No. 535-75, which among other things, established four (4) approximate 640-acre drilling and spacing units for certain lands, and authorized up to four horizontal wells within each unit, with the treated interval of the wellbore for the permitted well to be no closer than 600 feet from unit boundaries, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 535-75 applies to DSU # 1.

4. On July 9, 2012, the Commission entered Order No 535-179, which among other things, established six approximate 960-acre drilling and spacing units for certain lands, and authorized up to four horizontal wells within the units, for the production of oil, gas and associated hydrocarbons from the Niobrara Formation. Order No. 595-179 applies to DSU #2.

5. On October 31, 2011, the Commission entered Order No. 535-90, which among other things, established two (2) approximate 640-acre drilling and spacing units for certain lands, and authorized up to two horizontal wells within each unit, with the treated interval of the wellbore for the permitted well to be no closer than 600 feet from the unit boundaries and no closer than 1200 feet from the treated interval of any other wellbore completed in the Niobrara, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 535-90 applies to DSU #3.

6. On October 21, 2010, the Commission entered Order No. 421-3, which among other things, established 83 approximate 640-acre drilling and spacing units for certain lands, and authorized one (1) horizontal well to be located within each unit, with the treated interval of the wellbore for the permitted well to be no closer than 600 feet from the unit boundaries, for development and production of oil, gas and related hydrocarbons from the Niobrara Formation. Order No. 421-3 applies to DSU #4.

7. DSU#2 is currently spaced as a 960-acre drilling and spacing unit for the development of the Niobrara Formation. On December 13, 2012, Applicant filed an application ("Companion Application") requesting 1) that the existing 960-acre spacing unit comprised of Section 5 and the N½ of Section 8, Township 10 North, Range 57 West be vacated and 2) that Section 5, Township 10 North, Range 57 West (DSU #2) be established as a 640 acre drilling and spacing unit. The Companion Application is scheduled to be heard at the February 11, 2013 Commission Hearing. Approval of the relief requested in this Application as to DSU#2 is contingent upon Commission approval of this Companion Application. Concurrent with this pooling application, Applicant has petitioned the Commission to authorize additional horizontal wells, for a total of six wells, in the unit.

8. Applicant, pursuant to the provisions of C.R.S. § 34-60-116 (6) & (7) and Commission Rule 530, seeks an order pooling all interests, including, but not limited to, any nonconsenting interests, in the Application Lands for the development of the Niobrara Formation by the six authorized wells.

9. Applicant requests that the Commission's pooling order be made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal well to the Niobrara Formation on the Application Lands.

10. Applicant certifies that copies of this Application will be served on all persons owning an interest in the mineral estate of the tracts to be pooled within seven (7) days of the date hereof, as required by Rule 507.b(2), and that at least thirty (30) days prior to the hearing on this matter, each such interest owner not already leased or voluntarily pooled will be offered the opportunity to lease, or to participate in the drilling of the authorized wells, and will be provided with the information required by Rule 530. The list of such interested parties is attached hereto as Exhibit A.

11. That in order to prevent waste and to protect correlative rights, all interests in the Application Lands should be pooled for the orderly development of the Niobrara Formation.

WHEREFORE, Applicant requests that this matter be set for hearing at the next available opportunity, that notice be given as required by law, and that upon such hearing, the Commission enter its order:

A. Pooling all interests in the Application Lands for the development of the Niobrara Formation by the six authorized wells.

B. Providing that the Commission's pooling order is made effective as of the earlier of the date of this Application, or the date that the costs specified in C.R.S. § 34-60-116(7)(b)(II) are first incurred for the drilling of a horizontal well to the Niobrara Formation on the Application Lands.

C. Providing that the interests of any owners with whom the Applicant has been unable to secure a lease or other agreement to participate in the drilling of the authorized wells are pooled by operation of statute, pursuant to C.R.S. § 34-60-116(7), and made subject to the cost recovery provisions thereof with respect to said wells drilled to develop the Niobrara Formation in the drilling unit comprised of the Application Lands.

D. For such other findings and orders as the Commission may deem proper or advisable in this matter.

WHEREFORE, Applicant respectfully requests that this matter be set for hearing in February 2013, that notice be given as required by law, and that upon such hearing, the Commission enter its order consistent with Applicant's request as set forth above.

DATED this ____ day of December, 2012.

Respectfully submitted:

CARRIZO OIL AND GAS, INC.

By:



Kenneth A. Wonstolen
Elizabeth Y. Gallaway
Kenneth E. Warner
Beatty & Wozniak, P.C.
Attorneys for Applicant
216 16th Street, Suite 1100
Denver, Colorado 80202
(303) 407-4499

Applicant's Address:
Carrizo Oil & Gas, Inc.
ATTN: Craig Wiest
1000 Louisiana Street, Suite 1500
Houston, TX 77002

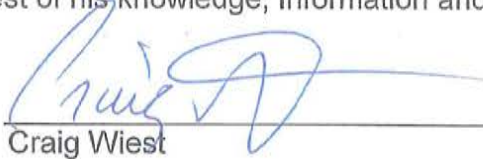
VERIFICATION

STATE OF TEXAS

COUNTY OF Harris

)
) ss.
)

Craig Wiest, of lawful age, being first duly sworn upon oath, deposes and says that he is a Land Manager for Carrizo Oil & Gas, Inc. and that he has read the foregoing Application and that the matters therein contained are true to the best of his knowledge, information and belief.




Craig Wiest

Subscribed and sworn to before me this 12th day of December, 2012.

Witness my hand and official seal.

My commission expires: June 26, 2013





Notary Public

Exhibit A

Interested Parties

United States of America
Bureau of Land Management
1849 C Street NW Room 5665
Washington, D.C. 20240

Virginia R. Sheets
Address Unknown

James C. Sheets
7201 CR 301
Parachute, CO 81635

Nicola Properties, a General Partnership
621 17th Street, Ste. 1215
Denver, CO 80293

Michael and Suzanne Jewell Family
Trust dated March 25, 1999
932 East Dynamite Lane
Post Falls, Idaho 83854

Timbro Ranch and Cattle Company,
L.L.C.
P.O. Box 1826
Sterling, CO 80751

Cynthia E. Zeren
4457 South Meadow Drive
Boulder, CO 80301

Carolyn Gilliland, aka Carolyn M.
Gilliland
17812 SE Adler Street
Portland, OR 97233

Wayne D. Kline, aka Wayne Kline
3930 SE 162nd Avenue
Space #50
Portland, OR 97236

Beth A. Bonnicksen
6966 South Boulder Road
Boulder, CO 80303

Frank Comfort Jones II & Marsha A.
Jones
1632 36th Ave. Ct.
Greeley, CO 80634

Jones Pawnee Breaks Ranch, LLC
C/o Manager Frank Comfort Jones II
1632 36th Ave. Ct.
Greeley, CO 80634

Family Tree Corporation
P.O. Box 260498
Lakewood, CO 80226

Black Hawk Royalty II LP
C/o Josh Leffler
7303 North Highway 81
Duncan, OK 73533

Craig L. Emmanuel
P.O. Box 86
Laramie, WY 82073

Jonathon G. Rapacki & Christine
Rapacki
625 Pennsylvania St.
Apt. 502
Denver, CO 80203

Rory G. Owens
220 Chapel Hill Dr.
Prosper, TX 75078

Rachel L. Dennis (Fka Rachel L.
Bazacos)
210 E. Eastman Ave.
Englewood, CO 80113

U.S. AgBank, FCB fka
Farm Credit Bank of Wichita
245 N Waco
P.O. Box 2940
Wichita, KS 67801

Shable Land Co.
19320 Weld County Road 44
LaSalle, CO 80645

Robert Rohn and Mariana Rohn, as joint
tenants
53228 WCR 106
Grover, CO 80729

Edith Cyrus
Address Unknown
Laramie County, WY

Carl W. Ehrman
3552 N.E. Quay Avenue
Lincoln City, OR, 97367

The John D. Stephenson Family Trust
1375 43rd Ave. #27
Greeley, CO 80634

Betty Sue Boulware Reed
1111 N. Street
Arkansas City, KS 67005-2045

William E. Meyers
38320 Road 713
McCook, NE 69001-8585

Fowler B. Hamilton
Address Unknown
Elmo, MO

Frances L. Spangler
Address Unknown
Elmo, MO 64445

Helen R. Phillips
790 Park Lane
Lakewood, CO 80214

John E. Scott and Georgia B. Scott
Address Unknown
Weld County, CO

Lola Bailey
Address Unknown

Edd. H. Bailey
1105 Rosebud
Cheyenne, WY 82001

Laura Bailey
352 Nature Trail
Westerville, OH 43082

Pauline M. Bailey
Address Unknown

Richard Sinclair
1051 Desert View Lane
Bull Head City, AZ 86429

Billy Sinclair
469 West River Road
Worland, WY 82401

Diane Clark
17114 185th Ave. NE
Woodinville, WA 98072-9628

Jeffery W. Bailey
65 C. Campstool Route
Cheyenne, WY 82007

Ellis L. Bailey
Address Unknown

John M. Bailey
1735 Dodge Road
Cheyenne, WY 82009

James G. Bailey
Address Unknown

Denise Harris
60700 272nd Avenue
Mantorville, MN 55955-7029

Larkin Bailey
821 Berkeley Run N.E.
Atlanta, GA 30342

Delmore W. Bailey
Address Unknown

Elvin A. Bailey
Address Unknown

Sean Michael Bailey
9205 Red Mountain Road
Livermore, CO 80536-8946

Craig Russell Bailey
Address Unknown

Thomas L. Bailey
18355 Ridgefield Road NW
Seattle, WA 98177

Russell L. Bailey
Address Unknown

Helen I. Hollis, f/k/a Helen I. Bailey
Address Unknown

Marathon Oil Company
5555 San Felipe
Houston, TX 77056

Marubeni Denver Julesburg LLC
2800 Post Oak Blvd., Ste. 6000
Houston, TX 77056

IOCL (USA) Inc.
Address Unknown

EOG Resources, Inc.
600 17th St.
Suite 1000N
Denver, CO 80202

Carl Herrin
P.O. Box 329
Jackson, MS 39205

Virginia R. O'Hare
41455 Weld County Road 86
Briggsdale, CO 80611

Kenneth E. Sheets
700 Fairway
Rifle, CO 81650

David Sheets
706 18th N.
Nampa, Idaho 83687

J. Robert Nicola, Trustee of the J.
Robert Nicola Trust dated December 29,
1975, as amended
Address Unknown

Sherry N. Cady f/k/a Sherry N. Bailey
as Successor Trustee of the James E.
Nicola Trust No. 1 dated November 15,
1975, as amended
367 Highland Meadow Loop
Redmond, OR 97747

Ethel E. Oestereick
3000 West Yale Ave.
Apt. #311
Denver, CO 80219

Richard C. Grimmette
833 2nd Avenue South
Tierra Verde, FL 33715

Glenda Hughes, aka Glenda Elaine
Hughes
1313 26th Street
Troutdale, OR 97060

Ernest N. Scheller
21070 County Road B
Cortez, CO 81321

Gloria Shadle
35305 Ede Road
Lebanon, OR 97355

James Adam Hilzer
3314 39th Ave.
Evans, CO 80620

Blackpool Investments, LLC
19 Old Town Square
Suite 238
Fort Collins, CO 80524

MAP2009-OK
C/o MAP Royalty, Inc.
101 N. Robinson
Suite 1000
Oklahoma City, OK 73102-5514

Casper Mountain Royalty, LP
C/o Josh Leffler
7303 North Highway 81
Duncan, OK 73533

Keith Michael Foster & Lisa Marie
Foster
13824 W. Amherst Way
Lakewood, CO 80228

Alice A. Israel & Michael T. Israel
2560 Blake St.
Unit #201
Denver, CO 80205

Stephanie G. Getchell
22052 E. Irish Dr.
Aurora, CO 80016

Mary Elizabeth Sutton
11821 W. 106th Pl.
Broomfield, CO 80021

Jimmy D. Shutt and Gayla M. Shutt
15669 CR 38
Platteville, CO 80651

Wray E. Nicklas and Cristie L. Nicklas
P.O. Box 99
Grover, CO 80729

Charles L. Young and Mary L. Young
6203 S. Jamestown Ave.
Tulsa, OK 74136

Everett C. Brush
Address Unknown
Carbon County, WY

Millamae E. Beck
Address Unknown
Laramie County, WY

William E. Burkholder
Address Unknown
Logan County, CO

Elva Blanche Meyers McBride
3111 East Cheyenne Street
Exeter, NE 68351

Marilyn R. Hunt
30 Waterside Plaza, Apartment 24-J
New York, NY 10010

Eva Bea Hamilton
Address Unknown
Elmo, MO

Ruth A. McCumber
5652 N. Smalley Avenue
Kansas City, MO 64119

Richard Phillips
567 S. Flower Street
Lakewood, CO 80226

Larkin A. Bailey
Address Unknown
Weld County, CO

Eugene Bailey
1730 Converse Avenue
Cheyenne, WY 82001

Mabel Bailey
Address Unknown

Hugh Bailey
4971 Hessel Road
Sebastopol, CA 95472

Flora M. Schmoker, f/k/a
Floria M. Bailey
Address Unknown

William L. Sinclair
Address Unknown

Lydetta H. Oswald, f/k/a
Lydetta H. Bailey
1906 Cheyenne Place
Cheyenne, WY 82001

Weldon C. Bailey
Address Unknown

Jennifer C. Mueller
8841 Creekside Way, Apt. 2126
Littleton, CO 80129

Julie Brown
6127 Crystal View Drive
Indianapolis, IN 46237

James Robert Bailey
Address Unknown

Lydetta Kay Jackson
2139 Derby Hill Drive
Loveland, CO 80537

Teresa Sigalio
16816 Hamptons Landing Road
Charlotte, NC 28277-1739

Don Bailey
Address Unknown

Matthew C. Bailey
2751 Via Venado
Santa Fe, NM 87505

Michael Robert Bailey
Address Unknown

Christopher Parker Bailey
Address Unknown

Andrew R. Bailey
217 Rirmrock Drive
Evanston, WY 82930

Douglas Andrew Bailey
Address Unknown

Rusty Varineau, f/k/a Russell Bailey
2834 East Devon Street
Tucson, AZ 85716

Mark Hollis
49 Shingle Road
Douglas, WY 82633-2284

Whiting Oil and Gas Corporation
1700 Broadway Ste. 2300
Denver, CO 80290

Oil India (USA) Inc.
Address Unknown

Noble Energy, Inc.
1625 Broadway, Suite 2200
Denver, CO 80202

Kudzu Oil Properties, LLC.
300 Concourse Blvd. Suite 101
Ridgeland, MS 39157

George S. Dennis
P.O. Box 1823
Jackson, MS 39215-1823

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23	24	25	30	29	28	27	26	25	30	29	28	27	26	25	30	29	28
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6 Wells 600' Spacing

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WEST, 6TH P.M., IN AN UNNAMED FIELD,)
WELD COUNTY, COLORADO)

AFFIDAVIT OF MAILING

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

Elizabeth Y. Gallaway, of lawful age, and being first duly sworn upon her oath, states and declares:

That she is the attorney for Carrizo Oil and Gas, Inc., that on or before December 20, 2012, she caused a copy of the attached Application to be deposited in the United States Mail, postage prepaid, addressed to the parties listed on Exhibit A to the Application.



Elizabeth Y. Gallaway

Subscribed and sworn to before me December 13, 2012.

Witness my hand and official seal.

My commission expires: 10-04-13.




Notary Public